

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
)
DELPHI CORPORATION, *et al.*,) Case No.: 04-05-4481 (RDD)
) (Jointly Administered)
Debtors.)
) Objection Deadline: March 17, 2006

**STATEMENT OF MONTHLY INTERIM
COMPENSATION AND EXPENSES**

To: The Notice Parties as defined in the Order Under 11 U.S.C. § 331 Establishing
Procedures for Interim Compensation and Reimbursement of Expenses of Professionals

Name of Applicant: Jones Lang LaSalle Americas, Inc.

Authorized to Provide Professional Services to: Delphi Corporation, *et al.*

Date of retention: December 1, 2005
(retroactive to November 3, 2005)

Period for which compensation and expense reimbursement is sought: January 1, 2006 through January 31, 2006

Amount of compensation and expense reimbursement sought for period: \$52,827.75

Summary of Monthly Fee and Expense Statements:

		REQUESTED		PAID	
Date Served	Period Covered	Fees	Expenses	Fees	Expenses
12/14/05	11/01/05 – 11/30/05	\$44,948.34	-0-	\$25,393.12 ¹	-0-
12/14/05	12/01/05 – 12/31/05	\$52,827.75	-0-	\$52,827.75	-0-
02/28/06	01/01/06 – 01/31/06	\$52,827.75	-0-	Pending	Pending

¹ Due to a clerical error, Jones Lang LaSalle Americas, Inc. received payment, on January 2, 2006 of the full amount of all fees assessed during December 2005, without the intended 20% holdback. In order to correct this error, \$10,565.55, representing 20% of the fees assessed and paid for December 2005 was subtracted from the amount otherwise payable as monthly interim compensation on account of services rendered during November 2005, when that compensation paid on February 2, 2006.

PLEASE TAKE NOTICE that Jones Lang LaSalle Americas, Inc. (the “Applicant”) has today served this Notice of Monthly Statement of Interim Compensation and Expenses, for January 1, 2006 through January 31, 2006 (this “Monthly Statement”) pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Order”), by which Applicant seeks allowance of \$52,827.75 for services rendered from January 1, 2006 through January 31, 2006 (the “Statement Period”) and payment of interim compensation in the amount of \$42,262.20, unless an objection to such compensation is timely interposed.

Delphi Corporation and its related debtor entities (collectively, the “Debtors”) have retained the Applicant as Real Estate Administrative and Transaction Services Provider to the Debtors. The terms of the Debtors’ engagement of the Applicant are set forth in the Real Estate Services Agreement between Delphi Automotive Systems LLC and Jones Lang LaSalle Americas, Inc., dated September 2, 2005, as amended by that certain First Amendment to Real Estate Services Agreement dated November 9, 2005 (the “Engagement Agreement”). The Debtors’ employment of the Applicant was approved by the Court on December 1, 2005, retroactive to November 3, 2005.

As contemplated by the Engagement Agreement, the Applicant has dedicated 100% of certain professionals’ time to assist the Debtors with respect to domestic and international real estate transactions, including lease renewals, new space acquisitions and building and lease dispositions. Furthermore, as set forth in the Engagement Agreement, the Applicant is entitled to compensation on account of such efforts rendered by both Administrative Services Account Personnel and Transaction Services Account Personnel according to the following formula:

Jones Lang LaSalle will be entitled to a fee for Administrative Services in an amount equal to the sum of: (i) the cost of salary of all Administrative Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overheard allocation and profit factor equal to seventy-five (75%) percent for Administrative Services Account Personnel of (i) above.

and

Jones Lang LaSalle will be entitled to a fee for Transaction Services Account Personnel in an amount equal to the sum of: (i) the cost of salary of all Transaction Services Account Personnel working exclusively on the Delphi account (excluding bonuses, benefit expenses and payroll taxes) in accordance with a salary schedule acceptable to Delphi . . . and (ii) an overheard allocation and profit factor equal to seventy-five (55%) percent for Transaction Services Account Personnel of (i) above.

Engagement Agreement, Exhibit B ¶¶ IA, IIA.

The Applicant seeks compensation for the services rendered during the Statement Period by five individuals: Janice Lannoo and Lois Jankow, each of whom provided services as a Lease Analyst; and Joel Chia, Chauncey Hitchcock, and Jas Lozinski, each of whom served as a Transaction Manager in the engagement with the Debtors. Ms. Lannoo, Ms. Jankow and Mr. Hitchcock are each stationed at the Debtors' headquarters in Troy, Michigan. Mr. Chia held an office in Singapore, providing services to the Debtors with respect to transactions throughout Asia. Mr. Lozinski, based in the United Kingdom, provided services to the Debtors with respect to transactions throughout Europe.

A general description of the services rendered by the Applicants' Lease Analysts and Transaction Managers to the Debtors is attached hereto as Exhibit A. The detailed amount of compensation to which Applicant is entitled for services rendered during the Statement Period for each of the Transaction Services Account Personnel and Administrative Services Account Personnel dedicated exclusively to assist the Debtors is set forth in the invoices attached hereto as Group Exhibit B.

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Statement, if any, must be served upon the undersigned counsel on or before March 17, 2006 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties identified in the Compensation Order so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, so long as no objection has been served in the time and manner required in this Notice, the Debtors shall pay to the Applicant an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in this Monthly Statement or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection. All fees and expenses in this Monthly Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objection at such time.

PLEASE TAKE FURTHER NOTICE that Applicant reserves the right to correct, supplement or amend this request for interim compensation until a final application is filed.

Dated: February 28, 2006

JONES LANG LASALLE AMERICAS, INC.

By: /s/ Joseph D. Frank
One of its attorneys

Joseph D. Frank (IL ARDC # 6216085)
Jeremy C. Kleinman (IL ARDC # 6270080)
FRANK/GECKER LLP
325 North LaSalle Street, Suite 625
Chicago, Illinois 60610
(312) 276-1400 – telephone
(312) 276-0035 – facsimile

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Statement, if any, must be served upon the undersigned counsel on or before March 17, 2006 (the "Objection Deadline").

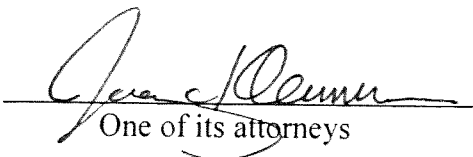
PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties identified in the Compensation Order so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, so long as no objection has been served in the time and manner required in this Notice, the Debtors shall pay to the Applicant an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in this Monthly Statement or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection. All fees and expenses in this Monthly Statement will be included in the next interim application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objection at such time.

PLEASE TAKE FURTHER NOTICE that Applicant reserves the right to correct, supplement or amend this request for interim compensation until a final application is filed.

Dated: February 28, 2006

JONES LANG LASALLE AMERICAS, INC.

By: 
One of its attorneys

Joseph D. Frank (IL ARDC # 6216085)
Jeremy C. Kleinman (IL ARDC # 6270080)
FRANK/GECKER LLP
325 North LaSalle Street, Suite 625
Chicago, Illinois 60610
(312) 276-1400 – telephone
(312) 276-0035 – facsimile

EXHIBIT A

Lease Analyst

The Lease Analyst position is 100% dedicated on-site with Delphi Corporation and is responsible for a full scope of Lease Administration services including: Abstracting and interpreting commercial lease documents (leases, amendments, subleases), rent analysis and rent payment processing, client/vendor/landlord relationship management, resolution of rent and other Landlord/Tenant issues, reviewing annual landlord reconciliation statements and calculations to ensure accuracy and lease compliance, data entry and data management of lease documents, tracking and maintaining critical dates, financial analysis, subtenant account management, and billing/collections of third party tenant rents. Position is also responsible for reviewing Escalation/CAM & real estate tax invoices as well as special projects as assigned by manager.

Transaction Manager

The Transaction Manager position is 100% dedicated on site with Delphi Corporation and is responsible for a full scope of real estate transaction management services including: leading the site selection process for new leased and owned facilities, leading the negotiation process for new lease and purchase transactions with landlords, collaborating with legal (internal and external to the client) to memorialize terms in documentation. The Transaction Manager also manages the process of entering into new license agreements, easements, and other real estate related matters, as well as renewals of the same. The Transaction Manager carries out these responsibilities both individually and through management of third-party brokers when necessary (both within and external to Jones Lang LaSalle). The Transaction Manager also contributes to the development of real estate requirements on both a one-off basis and portfolio basis for Delphi's real estate portfolio, working closely with contacts in the Facilities Services Group (FSG), environmental services, and business divisions.

EXHIBIT B



Jones Lang LaSalle Americas, Inc.
Attn: Estella Bednarczyk
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2558

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

February 17, 2006

Statement NO: 16662

Services of:

Joel Chia/Singapore: January 1- January 31, 2006

\$6,491.91

Jas Lozinski/England: January 1- January 31, 2006

\$22,419.17

Amount currently due and payable: \$28,911.08

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P. O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760



Jones Lang LaSalle Americas, Inc.
Attn: Estella Bednarczyk
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2558

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

Date: February 17, 2006

Statement NO: 16664

Services of Chauncey Hitchcock/Troy, MI: January 1 - January 31, 2006

\$9,041.67

Amount currently due and payable:

\$9,041.67

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P. O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760



Jones Lang LaSalle Americas, Inc.
Attn: Estella Bednarczyk
P.O. Box 71700
Chicago, IL 60694-1700
(312) 228-2558

- Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
- Attention: Mark Kamischke

Date: February 17, 2006

Statement NO: 16666

Services of:

Lois Jankow/Troy, MI: January 1- January 31, 2006

\$8,750.00

Janice Lannoo/Troy, MI: January 1- January 31, 2006

\$6,125.00

Amount currently due and payable: \$14,875.00

Please return remittance to:

Jones Lang LaSalle Americas, Inc.
P. O. Box 71700
Chicago, IL 60694-1700
Tax ID # 36-416-0760

CERTIFICATE OF SERVICE

I, Jeremy C. Kleinman, an attorney, hereby certify that on February 28, 2006, I caused the attached **Statement of Monthly Interim Compensation and Reimbursement of Expenses** to be served by hand delivery or Federal Express overnight delivery, as indicated, upon each of the parties listed below.

Via Federal Express

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Att'n: General Counsel

Via Federal Express

Skadden, Arps, Meagher & Flom LLP
333 West Wacker Drive
Suite 2100
Chicago, Illinois 60606
Att'n: John Wm. Butler, Jr.

Via Federal Express

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, Suite 2100
New York, New York 10004
Att'n: Alicia M. Leonhard

Via Federal Express

Latham & Watkins LLP
885 Third Avenue
New York, New York 10017
Att'n: Robert J. Rosenberg

Via Federal Express

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Att'n: Marissa Wesley

Via Federal Express

Davis Polk & Wardell
450 Lexington Avenue
New York, New York 10017
Att'n: Marlane Milican

